

**First Union Rail Corporation**

One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575



January 26, 1999

VIA FEDERAL EXPRESS

RECORDATION NO. 21993 FILED

JAN 28 '99

9-30 AM

Surface Transportation Board  
Attn: Jan Fort  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001

**Re: Memorandum of Lease Agreement**

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated September 11, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Rail Industry Specialist Inc.  
10101 S. Roberts Road  
Palos Hills, Illinois 60465

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Susan Grokulsky".  
Susan Grokulsky  
Manager - Documents Administration

Enclosures

(RIS001)

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Susan Grokulsky  
First Union Rail Corporation  
6250 River Road, Ste. 5000  
Rosemont, Illinois 60010

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.  
11301 and CFR 1177.3 (c), on 1/28/99 at 9:30 AM, and  
assigned recordation numbers (s): 21990, 21991, 21992, 21993, 21994, 21995, 21996,  
21997, 21998, 21999 and 22000.

Sincerely Yours,

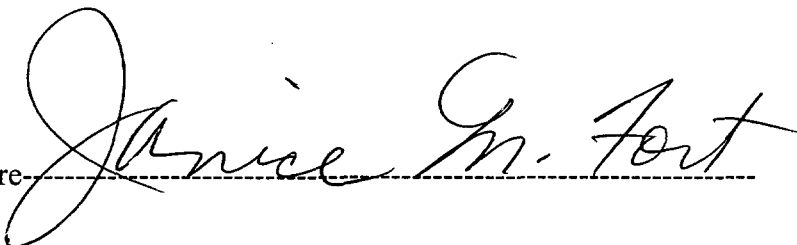
  
Vernon A. Williams

Enclosure(s) (11)

286.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature \_\_\_\_\_



RECORDATION NO. 21993 FILED

JAN 28 '99

9-30 AM

EXHIBIT A  
to  
RIDER NO. 1

## MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11<sup>th</sup> day of September 1998, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Rail Industry Specialist Inc. ("Lessee"), an Illinois corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of August 13, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 1, 1998 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

## LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K. A. Sombrowski  
Name: K. A. SOMBROWSKI  
Title: MANAGER - DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARDE SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 11<sup>th</sup> day of September, 1998.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

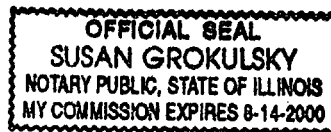
I, Susan Grokulsky, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1<sup>st</sup> day of September, 1998.

Susan Grokulsky  
Notary Public

My Commission Expires:

8/14/2000  
(Notary Public)



LESSEE:

Rail Industry Specialist Inc.

ATTEST:

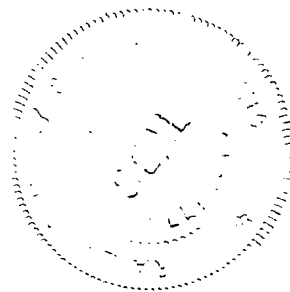
By: Amanda J. Dore  
Name: Amanda J. Dore  
Title: Executive Assistant

By: Michael J. McGee  
Name: MICHAEL S. MCGEE  
Title: PRESIDENT

Executed on this 15<sup>th</sup> day of AUGUST, 1998.

[CORPORATE SEAL]

STATE OF Illinois  
COUNTY OF COOK

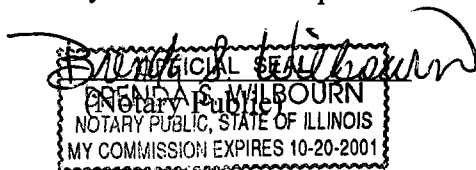


I, Brenda S. Wilbourn, a Notary Public of the County and State aforesaid, certify that MICHAEL S. MCGEE personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

19 98 WITNESS my hand and official stamp or seal, this 15 day of August,

Brenda S. Wilbourn  
Notary Public

My Commission Expires:



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

Eighteen (18) Bulkhead flat Cars

Car initial (29)	Car number (29)
IHB	018212
IHB	018220
IHB	018228
IHB	018315
IHB	018316
IHB	018325
IHB	018335
IHB	018337
IHB	018373
IHB	018381
IHB	018400
IHB	018411
IHB	018423
IHB	018451
IHB	018465
IHB	018497
IHB	018509
IHB	018749
<b>Count:</b>	<b>18</b>